

P02000098544

May 21, 2002

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

500007627035--9
-09/10/02--01022--011
*****78.75 *****78.75

Re: Articles of Incorporation

Gentlemen:

Please find attached the Articles of Incorporation for The New Cookie Man, Inc., a for profit corporation.

Also, please find enclosed a check for the amount of \$78.75 for filing fees.

If you have any further questions regarding this matter, please do not hesitate to contact me at (305) 451-0406. Thank you for your consideration in this matter.

Very truly yours,

Eric M. Fernandez
Eric M. Fernandez

Enclosures

SE
9/12

**ARTICLES OF INCORPORATION
OF
THE NEW COOKIE MAN, INC.**

I, THE UNDERSIGNED, being a natural person of legal age, acting as incorporator of a corporation under the Laws of the State of Florida, adopt the following articles of incorporation for such corporation:-

- FIRST:** The name of the corporation is **The New Cookie Man, Inc.**
- SECOND:** The period of its duration is perpetual.
- THIRD:** The purpose for which the corporation is organized is to distribute baked goods within the State of Florida and any other lawful business activity for which corporations may be incorporated under Chapter 607 of the Florida Statutes.
- FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of common stock having a par value of \$1.00 each.
- FIFTH:** The corporation will not commence business until at least One Hundred Dollars (\$100.00) has been received by it as consideration for the issuance of shares.
- SIXTH:** Cumulative voting of shares of stock is not authorized.
- SEVENTH:** Provisions limiting or denying to shareholders the preemptive right to acquire additional treasury shares of the corporation are none.
- EIGHTH:** Provisions for the regulation of the internal affairs of the corporation are governed by the bylaws which shall be adopted by a majority of the directors.
- NINTH:** The address of the initial registered office of the corporation is:

372 S. Coconut Palm Blvd
Tavernier, Florida 33070

and the name of its initial registered agent at such address is Manuel J. Fernandez.

TENTH: The address of the principal place of business is at:

372 S. Coconut Palm Blvd
Tavernier, Florida 33070

ELEVENTH: The number of director(s) constituting the initial board of directors of the corporation is One (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

NAME

ADDRESS

Eric M. Fernandez

372 S. Coconut Palm Blvd
Tavernier, Florida 33070

The name and address of each incorporator is:

NAME

ADDRESS

Eric M. Fernandez

372 S. Coconut Palm Blvd
Tavernier, Florida 33070

IN WITNESS WHEREOF, the incorporator has hereunto set his hands this 14TH day of SEPTEMBER, 2002.


Eric M. Fernandez

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THE NEW COOKIE MAN, INC.
2. The name and address of the registered agent and office is:

Manuel J. Fernandez
372 S. Coconut Palm Blvd
Tavernier, FL 33070

SIGNATURE

Eric M. Fernandez

DATE

9-4-02

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

SIGNATURE

Manuel J. Fernandez M.D.
Registered Agent

DATE

9-4-02